

Luc A. Despins, Esq.  
James T. Grogan, Esq.  
PAUL HASTINGS JANOFISKY & WALKER LLP  
Park Avenue Tower  
75 E. 55th Street, First Floor  
New York, NY 10022  
Telephone: (212) 318-6000  
Facsimile: (212) 319-4090

*Counsel to the Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
:  
**In re:** : **Chapter 11**  
:  
**FAIRPOINT COMMUNICATIONS, INC., et al.,** : **Case No. 09-16335 (BRL)**  
:  
**Debtors.** : **(Jointly Administered)**  
:  
-----X

**NOTICE OF FAIRPOINT'S SIXTY-FOURTH OMNIBUS OBJECTION TO CLAIMS  
(CLAIMS FILED IN WRONG CASE – DUPLICATE CLAIMS)**

**TO THE CLAIMANTS IDENTIFIED ON THE ATTACHED EXHIBIT A:**

**PLEASE TAKE NOTICE** that FairPoint Communications, Inc. ("FairPoint Communications") and its affiliated debtors, as debtors in possession (collectively, "FairPoint"), have filed the attached Sixty-Fourth Omnibus Objection (Claims Filed In Wrong Case – Duplicate Claims), dated May 28, 2010 (the "Objection").

**PLEASE TAKE FURTHER NOTICE** that this Objection is seeking to correct the claims register in order to match claims filed against the wrong debtor in FairPoint's chapter 11 cases to the appropriate debtor and to disallow and expunge those claims that are duplicative of other claims filed once the claims register is corrected. **PURSUANT TO RULE 3007(e)(1) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE, CLAIMANTS RECEIVING THE OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON EXHIBIT A OF THE OBJECTION.** IF YOU AGREE WITH THE OBJECTION TO YOUR CLAIM, YOU DO NOT NEED TO TAKE ANY ACTION OR OTHERWISE RESPOND TO THIS OBJECTION.

**PLEASE TAKE FURTHER NOTICE** that on June 29, 2010, at 10:00 a.m. (Eastern Time), a hearing on the Objection will be held before the Honorable Burton R. Lifland,

United States Bankruptcy Judge for the Southern District of New York, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton U.S. Customs House, One Bowling Green, New York, New York, 10004-1408, to consider the relief requested in the Objection.

**PLEASE TAKE FURTHER NOTICE** that if you disagree with the Objection, you or your attorney must file a written response to the Objection with the Bankruptcy Court (i) electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's filing system, and (ii) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and a copy of any such response must be served in accordance with General Order M-242 on (a) Paul, Hastings, Janofsky & Walker LLP, attorneys for FairPoint, 75 East 55th Street, New York, NY 10022, Attn: Luc A. Despina, Esq. and James T. Grogan, Esq.; (b) FairPoint, c/o FairPoint Communications, Inc., 521 East Morehead Street, Suite 500, Charlotte, NC 28202, Attn: Susan L. Sowell, Esq.; (c) the Office of the United States Trustee for Region 2, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attn: Andrew D. Velez-Rivera, Esq. and Elisabetta Gasparini, Esq.; (d) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019-6099, Attn: Margot B. Schonholtz, Esq., and Kaye Scholer LLP, 425 Park Avenue, New York, NY 10022, Attn: Nicholas J. Cremona, Esq., attorneys to Bank of America, N.A. as administrative agent for FairPoint's prepetition secured lenders; (e) Andrews Kurth LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Paul N. Silverstein, Esq. and Jonathan I. Levine, Esq., attorneys to the official committee of unsecured creditors; (f) Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038, Attn: Kristopher M. Hansen, Esq., attorneys to the ad hoc committee of FairPoint's senior noteholders; and (g) Cohen, Weiss and Simon LLP, 330 West 42nd Street, 25th Floor, New York, NY 10036-6976, Attn: David R. Hock; so as to be received no later than June 22, 2010 at 4:00 p.m. (Eastern Time) (the "Response Deadline"). Responses, if any, must conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and set forth:

- a. a case caption that includes the name of the Bankruptcy Court and the case number;
- b. a reference to the title of the Objection to which the response is directed;
- c. the name and contact information of the responding party;
- d. the claimant and claim number(s) at issue; and
- e. the basis for the response and the specific grounds therefore.

**PLEASE TAKE FURTHER NOTICE** that, with respect to any proof of claim identified in the Objection for which no corresponding response has been properly filed and served by the Response Deadline, the Bankruptcy Court may enter an order granting the relief requested in the Objection, with no further notice or opportunity to be heard offered to any party.

**PLEASE TAKE FURTHER NOTICE** that nothing in this Notice, the Objection or the Exhibits to the Objection constitutes a waiver of FairPoint's right to assert any claims, counterclaims, rights of offset, recoupment or any other claims against you. FairPoint also reserves the right to assert additional objections to your proof(s) of claim.

Dated: May 28, 2010  
New York, New York

/s/ James T. Grogan  
Luc A. Despins, Esq.  
James T. Grogan, Esq.  
PAUL HASTINGS JANOFKY &  
WALKER LLP  
Park Avenue Tower  
75 E. 55th Street, First Floor  
New York, NY 10022  
Telephone: (212) 318-6000  
Facsimile: (212) 319-4090

*Counsel to the Debtors  
and Debtors in Possession*

Luc A. Despins, Esq.  
James T. Grogan, Esq.  
PAUL HASTINGS JANOFSKY & WALKER LLP  
Park Avenue Tower  
75 E. 55th Street, First Floor  
New York, NY 10022  
Telephone: (212) 318-6000  
Facsimile: (212) 319-4090

*Counsel to the Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>FAIRPOINT COMMUNICATIONS, INC., et al.,</b>	:	<b>Case No. 09-16335 (BRL)</b>
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
-----X		

**FAIRPOINT'S SIXTY-FOURTH OMNIBUS OBJECTION TO CLAIMS  
(CLAIMS FILED IN WRONG CASE – DUPLICATE CLAIMS)**

TO THE HONORABLE BURTON R. LIFLAND:

FairPoint Communications, Inc. ("FairPoint Communications") and its affiliated debtors, as debtors in possession (collectively, "FairPoint"), hereby file this sixty-fourth omnibus objection (this "Objection") to proofs of claim and respectfully state as follows:

**Jurisdiction**

1. The Court has jurisdiction over this matter under 28 U.S.C. § 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. The statutory and rule-based predicates for the relief sought herein are sections 105(a) and 502 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), and Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

### **Background**

3. On October 26, 2009 (the “Petition Date”), FairPoint commenced voluntary cases in this Court under the Bankruptcy Code. FairPoint is authorized to continue to operate its business and manage its properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On January 29, 2010, each of the debtors in FairPoint’s chapter 11 cases filed a Statement of Financial Affairs and a Schedule of Assets and Liabilities (collectively, the “Schedules”).

5. On February 4, 2010, the Court entered the Order Establishing Deadline and Procedures for Filing Proofs of Claim and Approving Manner of Notice Thereof [Docket No. 568], which established March 18, 2010 at 5:00 p.m. as the last date and time by which proofs of claim must be received by the official claims agent in FairPoint’s chapter 11 cases. Approximately 8030 proofs of claim (each a “Proof of Claim” and collectively, the “Proofs of Claim”) have been filed in these cases to date.

6. FairPoint is conducting a comprehensive review and reconciliation of all prepetition claims, including both the amounts set forth on the Schedules and the claims asserted in the Proofs of Claim. This process includes identifying particular categories of claims that may be targeted for disallowance and expungement, reduction and allowance, or reclassification. To avoid possible double recovery or improper recovery by claimants, FairPoint anticipates filing objections to these categories of claims. This is one such objection.

### **Relief Requested**

7. By this Objection and pursuant to sections 105(a) and 502 of the Bankruptcy Code and Bankruptcy Rule 3007, FairPoint requests that the Court enter an order disallowing and expunging each of the Proofs of Claim identified as a “Claim to Be Expunged” on Exhibit A (the “Wrong Case Claims”). **Pursuant to Bankruptcy Rule 3007(e)(1), claimants receiving this Objection should locate their names and claims on Exhibit A hereto.**

### **Objection**

8. FairPoint hereby objects to each of the Proofs of Claim identified on Exhibit A as a “Claim to Be Expunged.” The Wrong Case Claims each were filed against a debtor entity that is not liable on the claims asserted. Based on FairPoint’s review of its books and records, FairPoint has identified for each Wrong Case Claim another chapter 11 case in which the claim should have been filed, as reflected by each of the Proofs of Claim identified on Exhibit A as a “Remaining Claim.” In addition, with respect to certain of the Wrong Case Claims, the creditor’s explanation of, and the back-up documentation for, the claims shows that only one debtor could potentially owe the amount asserted. FairPoint objects to each such Wrong Case Claim to the extent that it is asserted against multiple debtors arising from the same transaction or transactions and, as a result, is duplicative of Proofs of Claim filed against other debtors. The disallowance and expungement of the Wrong Case Claims will result in a more streamlined and accurate claims register. Accordingly, FairPoint seeks the entry of an order disallowing and expunging each Wrong Case Claim.

### **Reservation of Rights**

9. Nothing herein shall constitute an admission of liability by FairPoint with respect to any Proof of Claim. FairPoint reserves its rights to object to any Proof of Claim on any grounds whatsoever at a later date.

### **Notice**

10. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Objection has been provided pursuant to this Court's Order, dated November 18, 2009, establishing notice procedures in these chapter 11 cases [Docket No. 162], and has been served via first class U.S. mail upon the notice parties designated for the Wrong Case Claims. In light of the nature of the relief requested herein, FairPoint submits that no other or further notice need be provided.

11. No previous request for the relief sought herein has been made by FairPoint to this or any other court.

**WHEREFORE**, FairPoint respectfully requests that the Court enter an Order, substantially in the form attached hereto (i) disallowing and expunging each Wrong Case Claim and (ii) granting such other and further relief as is warranted and just.

Dated: May 28, 2010  
New York, New York

/s/ James T. Grogan  
Luc A. Despins, Esq.  
James T. Grogan, Esq.  
PAUL HASTINGS JANOFISKY &  
WALKER LLP  
Park Avenue Tower  
75 E. 55th Street, First Floor  
New York, NY 10022  
Telephone: (212) 318-6000  
Facsimile: (212) 319-4090

*Counsel to the Debtors  
and Debtors in Possession*



**EXHIBIT A**

**Wrong Case – Duplicate Claims**

## Exhibit A

### Wrong Debtor - Duplicative Claim

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
<b>Claim To Be Expunged</b>	<b>2034</b>	NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC	<b>Creditor:</b> PRETI FLAHERTY BELIVEAU AND PACHIOS LLP JOHN P MCVEIGH ESQ PO BOX 9546 PORTLAND, ME 04112-9546	\$0.00	\$0.00	\$0.00	\$71,556.71	\$71,556.71
<b>Filed On:</b>	2/26/2010							
<b>Remaining Claim</b>	<b>2035</b>	FAIRPOINT COMMUNICATIONS, INC.	PRETI FLAHERTY BELIVEAU AND PACHIOS LLP JOHN P MCVEIGH ESQ, PO BOX 9546 PORTLAND, ME 04112-9546	\$0.00	\$0.00	\$0.00	\$71,556.71	\$71,556.71
<b>Filed On:</b>	2/26/2010							
<b>Claim To Be Expunged</b>	<b>4038</b>	ORWELL COMMUNICATIONS, INC.	<b>Creditor:</b> KENNETH G MYERS CONSTRUCTION 201 EAST SMITH STREET GREEN SPRINGS, OH 44836	\$0.00	\$0.00	\$0.00	\$27,018.25	\$27,018.25
<b>Filed On:</b>	3/8/2010							
<b>Remaining Claim</b>	<b>7416</b>	THE ORWELL TELEPHONE COMPANY	KENNETH G MYERS CONSTRUCTION CO., INC. 201 E SMITH STREET GREEN SPRINGS, OH 44836	\$0.00	\$0.00	\$0.00	\$27,018.25	\$27,018.25
<b>Filed On:</b>	3/8/2010							

## Exhibit A

### Wrong Debtor - Duplicative Claim

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
<b>Claim To Be Expunged</b>	<b>5794</b>	UTILITIES, INC.	<b>Creditor:</b> RONCO COMMUNICATIONS & ELECTRONICS INC ATTN: ROD BROWN 595 SHERIDAN DRIVE TONAWANDA, NY 14150	\$0.00	\$0.00	\$0.00	\$50,704.96	\$50,704.96
<b>Filed On:</b>	3/17/2010							
<b>Remaining Claim</b>	<b>5795</b>	FAIRPOINT COMMUNICATIONS, INC.	RONCO COMMUNICATIONS & ELECTRONICS INC ATTN: ROD BROWN, 595 SHERIDAN DRIVE TONAWANDA, NY 14150	\$0.00	\$0.00	\$0.00	\$50,704.96	\$50,704.96
<b>Filed On:</b>	3/17/2010							
<b>Claim To Be Expunged</b>	<b>5896</b>	NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC	<b>Creditor:</b> RONCO COMMUNICATIONS & ELECTRONICS INC ATTN: ROD BROWN 595 SHERIDAN DRIVE TONAWANDA, NY 14150	\$0.00	\$0.00	\$0.00	\$50,704.96	\$50,704.96
<b>Filed On:</b>	3/17/2010							
<b>Remaining Claim</b>	<b>5795</b>	FAIRPOINT COMMUNICATIONS, INC.	RONCO COMMUNICATIONS & ELECTRONICS INC ATTN: ROD BROWN, 595 SHERIDAN DRIVE TONAWANDA, NY 14150	\$0.00	\$0.00	\$0.00	\$50,704.96	\$50,704.96
<b>Filed On:</b>	3/17/2010							

## Exhibit A

### Wrong Debtor - Duplicative Claim

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
<b>Claim To Be Expunged</b>	<b>5913</b>	ENHANCED COMMUNICATIONS OF NORTHERN NEW ENGLAND INC.	<b>Creditor:</b> RONCO COMMUNICATIONS & ELECTRONICS INC ATTN ROD BROWN 595 SHERIDAN DRIVE TONAWANDA, NY 14150	\$0.00	\$0.00	\$0.00	\$50,704.96	\$50,704.96
<b>Filed On:</b>	3/17/2010							
<b>Remaining Claim</b>	<b>5795</b>	FAIRPOINT COMMUNICATIONS, INC.	RONCO COMMUNICATIONS & ELECTRONICS INC ATTN: ROD BROWN, 595 SHERIDAN DRIVE TONAWANDA, NY 14150	\$0.00	\$0.00	\$0.00	\$50,704.96	\$50,704.96
<b>Filed On:</b>	3/17/2010							
<b>Claim To Be Expunged</b>	<b>5914</b>	TELEPHONE OPERATING COMPANY OF VERMONT LLC	<b>Creditor:</b> RONCO COMMUNICATIONS & ELECTRONICS INC ATTN ROD BROWN 595 SHERIDAN DRIVE TONAWANDA, NY 14150	\$0.00	\$0.00	\$0.00	\$50,704.96	\$50,704.96
<b>Filed On:</b>	3/17/2010							
<b>Remaining Claim</b>	<b>5795</b>	FAIRPOINT COMMUNICATIONS, INC.	RONCO COMMUNICATIONS & ELECTRONICS INC ATTN: ROD BROWN, 595 SHERIDAN DRIVE TONAWANDA, NY 14150	\$0.00	\$0.00	\$0.00	\$50,704.96	\$50,704.96
<b>Filed On:</b>	3/17/2010							

## Exhibit A

### Wrong Debtor - Duplicative Claim

In re: FairPoint Communications, Inc., et al.  
Case No 09-16335 Jointly Administered

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
<b>Claim To Be Expunged</b>	<b>5926</b>	ST LONG DISTANCE, INC.	<b>Creditor:</b> RONCO COMMUNICATIONS & ELECTRONICS INC ROD BROWN 595 SHERIDAN DRIVE TONAWANDA, NY 14150	\$0.00	\$0.00	\$0.00	\$50,704.96	\$50,704.96
<b>Filed On:</b>	3/17/2010							
<b>Remaining Claim</b>	<b>5795</b>	FAIRPOINT COMMUNICATIONS, INC.	RONCO COMMUNICATIONS & ELECTRONICS INC ATTN: ROD BROWN, 595 SHERIDAN DRIVE TONAWANDA, NY 14150	\$0.00	\$0.00	\$0.00	\$50,704.96	\$50,704.96
<b>Filed On:</b>	3/17/2010							
<b>Claim To Be Expunged</b>	<b>7917</b>	ENHANCED COMMUNICATIONS OF NORTHERN NEW ENGLAND INC.	<b>Creditor:</b> BUCK, GAYLE & KENNETH  4634 WALKER MOUNTAIN ROAD CLARENDON, VT 05759	\$0.00	\$0.00	\$0.00	\$1,083,300.00	\$1,083,300.00
<b>Filed On:</b>	4/21/2010							
<b>Remaining Claim</b>	<b>6536</b>	FAIRPOINT COMMUNICATIONS, INC.	BUCK, GAYLE & KENNETH 4634 WALKER MOUNTAIN RD CLARENDON, VT 05759	\$0.00	\$0.00	\$0.00	\$1,083,300.00	\$1,083,300.00
<b>Filed On:</b>	3/18/2010							
<b>Claim To Be Expunged</b>	<b>7918</b>	FAIRPOINT CARRIER SERVICES, INC.	<b>Creditor:</b> BUCK, GAYLE & KENNETH 4634 WALKER MOUNTAIN ROAD CLARENDON, VT 05759	\$0.00	\$0.00	\$0.00	\$1,083,300.00	\$1,083,300.00
<b>Filed On:</b>	4/21/2010							
<b>Remaining Claim</b>	<b>6536</b>	FAIRPOINT COMMUNICATIONS, INC.	BUCK, GAYLE & KENNETH 4634 WALKER MOUNTAIN RD CLARENDON, VT 05759	\$0.00	\$0.00	\$0.00	\$1,083,300.00	\$1,083,300.00
<b>Filed On:</b>	3/18/2010							

## Exhibit A

### Wrong Debtor - Duplicative Claim

In re: FairPoint Communications, Inc., et al.  
Case No 09-16335 Jointly Administered

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
<b>Claim To Be Expunged</b>	<b>7919</b>	FAIRPOINT LOGISTICS, INC.	<b>Creditor:</b> BUCK, GAYLE & KENNETH 4634 WALKER MOUNTAIN ROAD CLARENDON, VT 05759	\$0.00	\$0.00	\$0.00	\$1,083,300.00	\$1,083,300.00
	<b>Filed On:</b>	4/21/2010						
<b>Remaining Claim</b>	<b>6536</b>	FAIRPOINT COMMUNICATIONS, INC.	BUCK, GAYLE & KENNETH 4634 WALKER MOUNTAIN RD CLARENDON, VT 05759	\$0.00	\$0.00	\$0.00	\$1,083,300.00	\$1,083,300.00
	<b>Filed On:</b>	3/18/2010						
<b>Claim To Be Expunged</b>	<b>7920</b>	FAIRPOINT VERMONT, INC.	<b>Creditor:</b> BUCK, GAYLE & KENNETH 4634 WALKER MOUNTAIN ROAD CLARENDON, VT 05759	\$0.00	\$0.00	\$0.00	\$1,083,300.00	\$1,083,300.00
	<b>Filed On:</b>	4/21/2010						
<b>Remaining Claim</b>	<b>6536</b>	FAIRPOINT COMMUNICATIONS, INC.	BUCK, GAYLE & KENNETH 4634 WALKER MOUNTAIN RD CLARENDON, VT 05759	\$0.00	\$0.00	\$0.00	\$1,083,300.00	\$1,083,300.00
	<b>Filed On:</b>	3/18/2010						
<b>Claim To Be Expunged</b>	<b>7921</b>	NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC	<b>Creditor:</b> BUCK, GAYLE & KENNETH  4634 WALKER MOUNTAIN ROAD CLARENDON, VT 05759	\$0.00	\$0.00	\$0.00	\$1,083,300.00	\$1,083,300.00
	<b>Filed On:</b>	4/21/2010						
<b>Remaining Claim</b>	<b>6536</b>	FAIRPOINT COMMUNICATIONS, INC.	BUCK, GAYLE & KENNETH 4634 WALKER MOUNTAIN RD CLARENDON, VT 05759	\$0.00	\$0.00	\$0.00	\$1,083,300.00	\$1,083,300.00
	<b>Filed On:</b>	3/18/2010						
<b>Claims To Be Expunged Totals</b>			<b>12</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$5,768,599.76</b>	<b>\$5,768,599.76</b>

## **Proposed Order**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	X
	:
In re:	: Chapter 11
	:
FAIRPOINT COMMUNICATIONS, INC., <i>et al.</i> ,	: Case No. 09-16335 (BRL)
	:
Debtors.	: (Jointly Administered)
	:
-----	X

**ORDER GRANTING FAIRPOINT’S SIXTY-FOURTH OMNIBUS OBJECTION TO  
CLAIMS (CLAIMS FILED IN WRONG CASE – DUPLICATE CLAIMS)**

Upon the Sixty-Fourth Omnibus Objection to Claims (Claims Filed in Wrong Case – Duplicate Claims), dated May 28, 2010 (the “Objection”),<sup>1</sup> of FairPoint Communications, Inc. (“FairPoint Communications”) and its affiliated debtors, as debtors in possession (collectively, “FairPoint”), seeking an order disallowing and expunging each of the Proofs of Claim identified as a “Claim to Be Expunged” on Exhibit A (the “Wrong Case Claims”); and the Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due and proper notice of the Objection having been provided; and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Objection is in the best interests of FairPoint, its estates, creditors, and other parties in interest and that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is **ORDERED THAT:**

1. The Objection is GRANTED.

---

<sup>1</sup> Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Objection.



2. Each of the Wrong Case Claims identified on Exhibit A of the Objection as a “Claim To Be Expunged” is hereby disallowed and expunged.

3. FairPoint and its official claims agent are authorized to take any and all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection, including, without limitation, amending the claims register in these chapter 11 cases to reflect the terms of this Order.

4. FairPoint has expressly reserved its rights to object to any of the Wrong Case Claims on any grounds whatsoever at a later date.

5. Nothing in the Objection or this Order constitutes a waiver of FairPoint’s right to object to any claims whatsoever, including those claims not previously objected to or disallowed, or to assert any further objections, claims, counterclaims, or rights of offset or recoupment against the claimants identified in the Objection, all of which rights are expressly preserved.

6. FairPoint and its official claims agent are authorized to take any and all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection, including, without limitation, amending the claims register in these chapter 11 cases to reflect the terms of this Order.

7. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: \_\_\_\_\_, 2010  
New York, New York

---

THE HONORABLE BURTON R. LIFLAND  
UNITED STATES BANKRUPTCY JUDGE